

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ERIC FORSYTHE, et al.,

Plaintiffs,

v.

SUN LIFE FINANCIAL, INC., et al.,

Defendants.

No. 04-10584-GAO

Consolidated Cases Nos.:

04-10764-GAO

04-11019-GAO

**ASSENTED TO MOTION FOR LEAVE
TO FILE SURREPLY**

Defendants Massachusetts Financial Services Co. and MFS Fund Distributors, Inc. (“Defendants”), by their counsel, hereby move this Court for leave to file a Surreply in Support of Defendants’ Opposition to the Proposed Intervenor’s Motion to Intervene. As grounds therefor, Defendants state that the proposed intervenor’s motion raises multiple legal issues, and a surreply will allow Defendants to respond fully to proposed intervenor’s motion and reply. Counsel for proposed intervenor has assented to this motion.

Dated: July 5, 2006

Respectfully Submitted,

Massachusetts Financial Services Co., and MFS
Fund Distributors, Inc.,

By their attorneys,

/s/ William H. Paine

Jeffrey B. Rudman (BBO #433380)

William H. Paine (BBO #550506)

Jonathan A. Shapiro (BBO #567838)

Michael Bongiorno (BB) #558748)

Matthew A. Stowe (BBO #650473)

WILMER CUTLER PICKERING

HALE AND DORR LLP

60 State Street

Boston, MA 02109

(617) 526-6000

CERTIFICATE OF CONSULTATION

Pursuant to Local Rule 7.1(A)(2), I, Jonathan A. Shapiro, certify that I conferred by electronic mail with proposed intervenors' (and plaintiffs') counsel, Nancy Gans, on June 1, 2006, who assented to this motion.

/s/ Jonathan A. Shapiro
Jonathan A. Shapiro

CERTIFICATE OF SERVICE

I, Matthew A. Stowe, hereby certify that on July 5, 2006, I caused a copy of the foregoing document to be served electronically upon counsel for plaintiffs and proposed intervenors.

/s/ Matthew A. Stowe
Matthew A. Stowe